

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 22354-B FILED

OCT 17 '01 4-82 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

October 12, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Security Interest and Lease Assignment, dated October 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Assignment Agreement which was previously filed with the Board under Recordation Number 22354-A.

The name and address of the party to the enclosed document are:

Assignee/Secured Party: Transamerica Equipment
Financial Services Corporation
5080 Spectrum Drive
Addison, TX 75001

[Assignor/Debtor: Railcar, Ltd.
1819 Peachtree Road, N.E.
Atlanta, GA 30309]

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Mr. Vernon A. Williams
October 12, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

65 gondola railcars within the series PRSX 000367 - PRSX 000426 and
SPSX 027679 - SPSX 702897

A short summary of the schedule to appear in the index follows:

Termination and Release of Security Interest and Lease Assignment

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

TERMINATION AND RELEASE OF SECURITY INTEREST AND LEASE ASSIGNMENT

The undersigned, TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, a Delaware corporation, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests (including without limitation any rights and interests as lessor and any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to

(a) the railroad equipment described on the exhibit entitled "Description of Railcars" attached hereto (the "Equipment"); and

(b) the Schedule No. 1 & 2, dated as of April 1, 1999, to the Master Lease Agreement dated April 1, 1999 between Railcar, Ltd., as lessor, and Cohen Brothers Incorporated, as lessee, which has been assigned Transamerica Equipment Financial Services Corporation pursuant to an Assignment Agreement dated August 31, 1999.

A memoranda of the undersigned's rights and interests with respect to said railroad equipment and agreements acquired pursuant to the Assignment Agreement dated as of August 31, 1999, between Railcar, Ltd., and the undersigned has been recorded with the United States Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on August 31, 1999 and assigned recordation number 22354-A. Without limiting the generality of the foregoing, the undersigned releases and terminates its rights and interests in the Equipment, as defined above, and said Schedule No. 1 & 2 covered by that memorandum.

The address of the undersigned is

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION
5080 Spectrum Drive, Suite 1100 W
Addison, Texas 75001

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES
CORPORATION

By: C. M. Renfro

STATE OF TEXAS
COUNTY OF DALLAS

On October 1, 2001, before me personally appeared C. M. Renfro, to me personally known, who being by me duly sworn says that he is Vice President - Operations Manager of TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie L. Milbrath
Notary Public

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SURFACE TRANSPORTATION BOARD

1173-028-001

DESCRIPTION OF RAILCARS

Lessee: Cohen Brothers, Inc.

Quantity: 65

Car Description: 100 Ton, 52' 6" All Steel Gondola

*MARK.	UNIT	.MARK.	UNIT	.MARK.	UNIT	.MARK.	UNIT	.MARK.	UNIT	.MARK.	UNIT
PRSX	000367	PRSX	000368	PRSX	000375	PRSX	000376	PRSX	000379	PRSX	000392
PRSX	000393	PRSX	000394	PRSX	000395	PRSX	000396	PRSX	000397	PRSX	000398
PRSX	000399	PRSX	000400	PRSX	000401	PRSX	000402	PRSX	000403	PRSX	000404
PRSX	000405	PRSX	000406	PRSX	000407	PRSX	000408	PRSX	000409	PRSX	000410
PRSX	000411	PRSX	000412	PRSX	000413	PRSX	000414	PRSX	000415	PRSX	000416
PRSX	000417	PRSX	000418	PRSX	000419	PRSX	000420	PRSX	000421	PRSX	000422
PRSX	000423	PRSX	000424	PRSX	000425	PRSX	000426	SPSX	027679	SPSX	038783
SPSX	058080	SPSX	058091	SPSX	058177	SPSX	058179	SPSX	565802	SPSX	565871
SPSX	565918	SPSX	565921	SPSX	566311	SPSX	566314	SPSX	566366	SPSX	566501
SPSX	579265	SPSX	581510	SPSX	581526	SPSX	581553	SPSX	581563	SPSX	583916
SPSX	584346	SPSX	584348	SPSX	608058	SPSX	700816	SPSX	702897		